

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In Re:

DELPHI CORPORATION, et al.,

Debtors.

CHAPTER 11

CASE NO 05-

(Jointly Administered)

## AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL

STATE OF

COUNTY OF


)  
) SS:  
)

**Edna Scheuer**, being duly sworn, deposes and says:

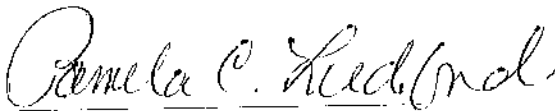
1. I am the principal of **Scheuer Mackin & Breslin LLC** ("**SM&B**") which firm maintains offices at **11025 Reed Hartman Highway, Cincinnati, Ohio, 8605C North Dixie Drive, Dayton, Ohio and 110 W. Streetsboro Road, Hudson, Ohio.**
2. Neither **I**, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "**Debtors**"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. "**SM&B**", has represented and advised the Debtors **in the defense of Ohio workers' compensation matters.**
4. "**SM&B**" has represented, and "**SM&B**" has agreed, to continue to represent and advise the Debtors pursuant to Section 327(e) of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "**Bankruptcy Code**"), with respect to such matters. Additionally, the Debtors have requested, and "**SM&B**" proposes, to render the following services to the Debtors: **defense of Ohio workers' compensation claims.**
5. **SM&B's** current fee arrangement is: **Partners \$165 per hour; associates, \$150 per hour; paralegals, \$75 per hour; reimbursement of appropriate expenses.**
6. Except as set forth herein, no promises have been received by **SM&B** or any partner, auditor or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. **SM&B** has no agreement with any entity to share with such entity any compensation received by **Delphi Corporation**.
8. **SM&B** and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending Chapter 11 cases. **SM&B** does not and will not represent any such entity in connection with these pending Chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither **I**, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which **SM&B** is to be engaged.

FURTHER AFFIANT SAYETH NOT

  
\_\_\_\_\_  
Edna Scheuer

Subscribed and sworn before me this 13th day of October, 2005

  
\_\_\_\_\_  
Notary Public

